

P99000019635



ACCOUNT NO. : 072100000032

REFERENCE : 153112 149395A

AUTHORIZATION :

COST LIMIT : \$ 78.

Patricia Pizot

ORDER DATE : March 2, 1999

ORDER TIME : 11:05 AM

ORDER NO. : 153112-005

300002792163--1

CUSTOMER NO: 149395A

CUSTOMER: Beatriz M. Capote, Esq
BEATRIZ M. CAPOTE, P.A.
BEATRIZ M. CAPOTE, P.A.
17th Floor
1101 Brickell Avenue
Miami, FL 33131

DOMESTIC FILING

NAME: B & G DONUTS, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
____ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
____ PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Tamara Odom

EXAMINER'S INITIALS:

J. 3/2/99

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 MAR -2 PM 2:39

RECEIVED
99 MAR -2 PM 12:09
DIVISION OF CORPORATION

EFFECTIVE DATE

3/1/99

ARTICLES OF INCORPORATION OF
B & G DONUTS, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

99 MAR -2 PM 2:39

ARTICLE I
NAME

The name of the Corporation is **B & G DONUTS, INC.**

ARTICLE II
DURATION

This Corporation shall commence its existence upon the filing of these Articles of Incorporation and shall continue perpetually thereafter.

ARTICLE III
PURPOSE

This Corporation is organized for the purpose of transacting any and all lawful business under the laws of the State of Florida.

ARTICLE IV
PRINCIPAL OFFICE

The principal office of the corporation is: **41 Burning Tree Drive, Southington, CT 06489.**

ARTICLE V
MAILING ADDRESS

The mailing address of the corporation is: **41 Burning Tree Drive, Southington, CT 06489.**

ARTICLE VI
CAPITAL STOCK

This Corporation is authorized to issue 100 shares of \$1.00 par value common stock, which shall be designated "Common Shares."

ARTICLE VII
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial Registered Office of this Corporation is **1101 Brickell Avenue, 17th Floor, Miami, FL 33131**, and the name of the initial Registered Agent of this Corporation at that address is **BEATRIZ M. CAPOTE**.

ARTICLE VIII
INCORPORATOR

The name and address of the person signing these Articles is:

Name

Address

BEATRIZ M. CAPOTE

**1101 Brickell Ave., 17th Floor
Miami, FL 33131**

ARTICLE IX
POWERS

This corporation shall have all of the corporate powers enumerated in the Florida Business Corporation Act.

ARTICLE X
AMENDMENT

This Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment to them, and any rights conferred upon the shareholders are subject to this reservation.

ARTICLE XI
EFFECTIVE DATE

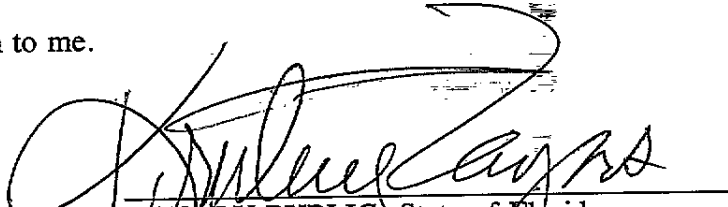
This Corporation is effective as of March 1, 1999.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 1st day of March, 1999.


BEATRIZ M. CAPOTE

STATE OF FLORIDA:
COUNTY OF MIAMI-DADE:

I HEREBY CERTIFY that on this 1st day of March, 1999, personally appeared before me, an officer duly authorized to administer oaths and take acknowledgements, BEATRIZ M. CAPOTE, who is personally known to me.


NOTARY PUBLIC, State of Florida
Print Name: KRISTINE ZAYAS

My Commission Expires:



CERTIFICATE DESIGNATING REGISTERED OFFICE
FOR SERVICE OF PROCESS
WITHIN THE STATE OF FLORIDA, NAMING REGISTERED AGENT
UPON WHOM PROCESS MAY BE SERVED

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 MAR -2 PM 2:39

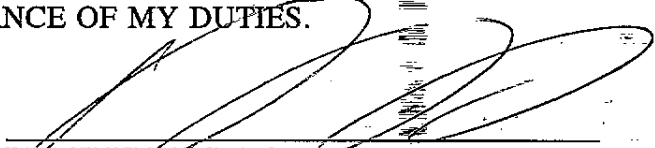
IN COMPLIANCE WITH SECTIONS 607.0501 AND 48.091, FLORIDA STATUTES,
THE FOLLOWING IS SUBMITTED:

THAT B & G DONUTS, INC. DESIRING TO ORGANIZE OR QUALIFY UNDER
THE LAWS OF THE STATE OF FLORIDA, HAS NAMED BEATRIZ M. CAPOTE,
LOCATED AT 1101 BRICKELL AVENUE, 17TH FLOOR, MIAMI, FLORIDA, 33131,
ITS REGISTERED AGENT TO ACCEPT SERVICE OF PROCESS WITHIN THE STATE OF
FLORIDA.


BEATRIZ M. CAPOTE, Incorporator

DATE: 3-1-99

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED
CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY
AGREE TO ACT IN THE CAPACITY OF REGISTERED AGENT, AND I FURTHER
AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE
PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.


BEATRIZ M. CAPOTE